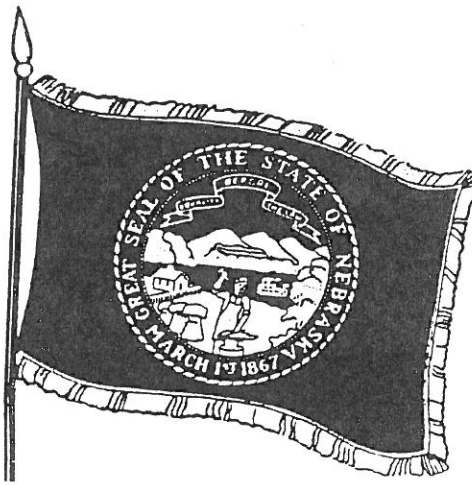


STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

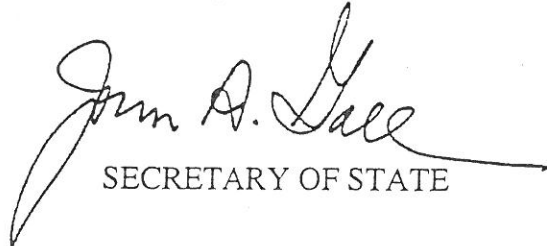
the attached is a true and correct copy of Articles of Incorporation of

SOUTHWEST NEBRASKA HABITAT FOR HUMANITY, INC.

with its registered office located in MCCOOK, Nebraska, as filed in
this office on May 30, 2001.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on May 30, in the year
of our Lord, two thousand one.


SECRETARY OF STATE



Since you will now begin to raise funds under your Habitat for Humanity name, you will need to handle them in a way which insures that donors may claim a tax deduction. There are two choices. You may choose to set up a designated account within a local 501(c)(3) organization, such as a church or agency.

Or, you may maintain your donations in Habitat for Humanity International's general account. Just send the checks to the address listed below, making sure they clearly indicate the name of your prospective affiliate, and your prospective affiliate will be issued a credit on HFHI's books.

Mary Stephens
HFHI
121 Habitat Street
Americus, GA 31709

If your prospective affiliate has need of those designated funds before the date of your official approval, the money can be returned to you in the form of a non-interest loan. You will have to sign a promissory note, which will then be voided on the date of your approval as an affiliate. This formality is required by our auditor to ensure our accountability to donors.

If you fail to become a Habitat for Humanity affiliate within 18 months of the date of this letter, and have not received an extension from our office, HFHI will transfer the funds credited to your account to another affiliate operating in the same geographic area. We believe that this will best satisfy the donor's wish to have the funds put to use within a reasonable period of time.

Thank you for all you are doing to end poverty housing in your community.

In Christian Partnership,



Margaret Gilmore
Affiliate Support Manager

cc: Joe Gatlin, Regional Director
Drew Hancock, US Area Coordinator

enclosure: Articles Checklist

**ARTICLES OF INCORPORATION OF
SOUTHWEST NEBRASKA HABITAT FOR HUMANITY, INC.**

This corporation is organized as a nonprofit corporation under the Nebraska Nonprofit Corporation Act and as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code.

1. The name of the corporation is Southwest Nebraska Habitat for Humanity, Inc.
2. This corporation is a public benefit corporation.
3. The corporation shall have perpetual duration and succession in its corporate name.
4. The corporation shall have no members.
5. The purposes for which the corporation is organized are as follows:
 - (a) To witness to and implement the gospel of Jesus Christ in Nebraska and throughout the United States and the world by working with economically disadvantaged people to help them to create a better human habitat in which to live and work;
 - (b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;
 - (c) To communicate the gospel of Jesus Christ by means of the spoken and written word;
 - (d) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would

jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and

- (e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended under the Nebraska Nonprofit Corporation Act.
- 6. Except as hereinafter provided, the corporation shall have all powers necessary or convenient to carry out its purposes, including the powers now or hereafter enumerated in the Nebraska Nonprofit Corporation Act.
- 7. The powers and activities of the corporation shall be limited as follows:
 - (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any of its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
 - (b) Anything contained in these articles of incorporation to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (I) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Nebraska Nonprofit Act.
- 8. In the event of the dissolution and liquidation of this corporation, to the extent allowed or permitted under applicable laws, the property and assets of the corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to: (I) HFH

International , Inc., a GA Nonprofit Corporation and a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or, (ii) any other organization(s) organized and operating for the same purposes for which the corporation is organized and operating or any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific, educational, or other purposes permitted by Section 501(c)(3) of the Internal Revenue Code, as amended. In the event that any assets are not disposed of in accordance with the provisions of these articles of incorporation of that the corporation shall fail to act within a reasonable time in the manner provided in these articles of incorporation, the Court of Red Willow County shall, upon application of one or more persons having a real interest in the corporation or its assets, make such distribution(s) as provided in these articles of incorporation.

9. The street address of the corporation's initial registered office is 519 Norris Avenue, McCook, Nebraska 69001; and the name of its initial registered agent at that office is Jeanette Reed.

10. The name and address of the incorporators are:

Nolan Pierce	Barbara Pierce	Val Kircher
205 Maple	205 Maple	220 Westview Plaza
Oberlin, KS 67749	Oberlin, KS 67749	McCook, NE 69001

11. The number of directors of the corporation and the method of their election shall be as provided in the bylaws. The number of directors constituting the initial Board of Directors shall be 16 and the names and addresses of the persons who shall serve as directors until their successors shall be elected and qualified are as follows:

Kent Been
P.O. Box 409
McCook, NE 69001

Kenneth Ellis
7 Mashie Drive
McCook, NE 69001

Rebecca Dutcher
P. O. Box 344
Culbertson, NE 69024

Charles Hooten
807 East C St.
McCook, NE 69001

Joyce Huffman
220 Westview Plaza
McCook, NE 69001

Val Kircher
220 Westview Plaza
McCook, NE 69001

Rick Petersen
P. O. Box 471
Curtis, NE 69025

Nolan Pierce
205 Maple
Oberlin, KS 67749

Barbara Pierce
205 Maple
Oberlin, KS 67749

Jeannette Reed
519 Norris Ave.
McCook, NE 69001

Elda Shields
Rt. 3, Box 100
McCook, NE 69001

Jennifer tenBensel
RR 3, Box 805
Cambridge, NE 69022

Ernestine Smith
1409 West 5th
McCook, NE 69001

John E. Hanson
808 East 1st
McCook, NE 69001

Willard Roedel
Rural Route 3
McCook, NE 69001

Glenn Moore
Route 2, Box 60
Arapahoe, NE 68922

In testimony whereof, we have hereunto set our hands this 25th day of May, 2001.

Val Kircher
Val Kircher,
Incorporator and Director

Barbara Pierce
Barbara Pierce,
Incorporator and Director

Kent Been
Kent Been, Director

Rebecca Dutcher
Rebecca Dutcher, Director

Joyce Huffman
Joyce Huffman, Director

Jeannette Reed
Jeannette Reed, Director

Jennifer tenBensel
Jennifer tenBensel, Director

Ernestine Smith
Ernestine Smith, Director

Nolan Pierce
Nolan Pierce,
Incorporator and Director

Glenn Moore
Glenn Moore, Director

Kenneth Ellis
Kenneth Ellis, Director

Charles Hooten
Charles Hooten, Director

Rick Petersen
Rick Petersen, Director

Elda Shields
Elda Shields, Director

John E. Hanson
John E. Hanson, Director

Willard Roedel
Willard Roedel, Director

Bylaws of
Southwest Nebraska Habitat For Humanity, Inc.

Preamble

Southwest Nebraska Habitat For Humanity, Inc., shall seek to sponsor specific projects in habitat development, starting with the construction of modest but adequate housing, and to associate with other groups functioning with purposes consistent with those listed below, namely:

1. To witness to the gospel of Jesus Christ throughout the world by working in cooperation with God's people in need to create a better human habitat in which to live and work;
2. To witness to the gospel of Jesus Christ by working in cooperation with the other agencies and groups which have a kindred purpose;
3. To witness to the gospel of Jesus Christ through loving acts and the spoken and written word; and
4. To witness to the gospel of Jesus Christ by enabling an expanding number of persons from all walks of life to participate in this ministry.

Article I: Name, Form of Organization, and Purposes

Section 1.1 Name. The name of the corporation is Southwest Nebraska Habitat For Humanity, Inc.

Section 1.2 Nonprofit and Tax-exempt Status. The corporation is organized as a nonprofit corporation under the Nebraska Nonprofit Corporation Act and as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended. The corporation is a public benefit and shall have perpetual duration and succession.

Section 1.3 No Members. The corporation shall have no members.

Section 1.4 Purposes. The purposes for which the corporation is organized, as stated in its articles of incorporation, are as follows:

- (a) To witness to and implement the gospel of Jesus Christ in Nebraska and throughout the United States and the world by working with

economically disadvantaged people to help them to create a better human habitat in which to live and work;

- (b) To cooperate with other charitable organizations, through grants and otherwise, which are working to develop a better human habitat for economically disadvantaged people;
- (c) To communicate the gospel of Jesus Christ by means of the spoken and written word;
- (d) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and
- (e) To exclusively promote and carry on any other religious, charitable, or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Nebraska Nonprofit Corporation Act.

Article II: Offices

Section 2.1 Principal and Other Offices. The principal office of the corporation shall be located in McCook, Red Willow County, Nebraska, at the address designated in the most recent annual report filed with the Nebraska secretary of state. The corporation shall maintain at its principal office a copy of the corporate records specified in Section 7.5 of Article VII. The corporation may have offices at such other places within the State of Nebraska as the Board of Directors from time to time may determine, or as the affairs of the corporation may require.

Section 2.2 Registered Office and Agent. The registered office of the corporation required by law to be maintained in the State of Nebraska, may but need not, be identical with the principal office. The corporation shall maintain a registered agent whose office is identical with the registered office. The corporation may change its registered office of registered agent from time to time in the manner required by law.

Article III: Board of Directors

Section 3.1 General Powers and Authority of the Board. All corporate powers shall be exercised by or under the authority of and the affairs of the corporation managed under the direction of the Board of Directors.

Section 3.2 Composition, Number, Term, and Qualifications. The corporation's program will proceed on an ecumenical basis. The ecumenical Board of Directors will reflect the ethnic diversity of the area to be served. Directors shall not be paid, but shall serve because of spiritual commitment to love their neighbors. While Habitat is avowedly Christian, seeking to exalt Jesus Christ as Lord by demonstrating His love to all people, it welcomes committee and board members of any faith so long as they can accept the loving outreach of the life and teaching of Jesus Christ. The authorized number of directors of the corporation shall be not less than twelve (12) nor more than twenty-four (24), as the Board of Directors shall determine from time to time. The Board of Directors shall consist of two classes of approximately equal size. One class, on a rotational basis, shall be elected each year. Each director shall serve for a term of two (2) years and until his or her successor is elected and qualified, or until such director's earlier death, resignation, incapacity to serve, or removal. Notwithstanding the preceding, one half on the initial Board of Directors shall be elected for an initial term of one (1) year and until a successor is elected and qualified, or until such director's earlier death, resignation, incapacity to serve, or removal. A duly elected and qualified director shall not be eligible for reelection to the Board of Directors if he or she has served three (3) consecutive two (2) year terms or for a partial term of more than one (1) year and two (2) full two (2) year terms.

Section 3.3 Election of Directors. Except as provided in Section 3.6 below relating to vacancies, directors shall be elected by the Board of Directors at its annual meeting. The Nominating Committee shall present a slate of nominees for election as directors. Nominations may also be made by directors from the floor. Those persons who receive a plurality of the votes cast shall be deemed to have been elected. If any director then holding office so demands, the election of directors shall be by secret ballot.

Section 3.4 Removal of Directors. A director may be removed without cause by the vote of two-thirds (2/3) of the directors then in office. In addition, a director may be removed by the affirmative vote of a majority of the directors then in office for failing to attend two (2) consecutive, regular meetings of the Board of Directors.

Section 3.5 Vacancies. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Board of Directors may fill the vacancy provided that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board of directors, until the end of the unexpired term that such director is filling, until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.6 Chairperson and Vice Chairperson. The president of the corporation shall serve as the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as may be prescribed from time to time by the board. The vice president shall serve as vice chairperson of the Board of Directors and, in the absence of the president, or in the event of the death, inability or refusal to act of the president, shall preside at all meetings of the board.

Section 3.7 No Compensation. The Board of Directors shall not permit compensation of directors for their services as such.

Article IV: Meetings of Directors

Section 4.1 Place of Meetings. All meetings of the Board of Directors shall be held in McCook, Red Willow County, Nebraska, at such place as the Board of Directors may determine.

Section 4.2 Annual Meeting. The annual meeting of the Board of Directors, for the purpose of electing directors, appointing officers, approving a budget for the year, and transacting other business, shall be held at 5:00 p.m. on the First Tuesday of July of each year, or at such other time as the Board of Directors may determine.

Section 4.3 Regular Meetings. Additional regular meetings of the Board of Directors shall be held at 5:00 p.m. on the First Tuesday of each month during the year, or at such other times as the Board of Directors may determine.

Section 4.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or twenty percent (20%) of the directors then in office. Such meetings must be held within McCook/Red Willow County/Nebraska.

Section 4.5 Notice of Meetings. Regular meetings of the Board of Directors may be held without notice if the date, time and place of the meeting previously has been fixed by the board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each director of the date, time and place, but not the purpose, of the meeting. Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication and may be oral or written. However, any board action to remove a director or to approve a matter that would require approval by the members if the corporation had members, shall not be valid unless each director is given at least seven (7) days' written notice that the matter will be voted upon at the directors' meeting or unless notice is waived pursuant to Section 4.6 below. Oral notice is effective when communicated, if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or, (d) thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed to a director if addressed to the director's address shown in the corporation's current list of directors.

Section 4.6 Waiver of Notice. A director may at any time waive any notice required by law or these bylaws. Except hereinafter provided in this section, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with law or these bylaws objects to lack of notice and does not thereafter vote for or assent to the objected to action.

Section 4.7 Quorum. A quorum of the Board of Directors consists of a majority of the directors in office immediately before a meeting begins; provided, that in no event shall a quorum consist of fewer than two (2) directors.

Section 4.8 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the vote of a greater number of directors is required by law or these bylaws.

Section 4.9 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) such director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) such director delivers written notice of dissent or abstention to the presiding officer of the meeting before adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4.10 Meeting Via Communications Equipment. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11 Action Without Meeting. Action required or permitted by law or these bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified directors of the corporation. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 4.12 Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if: (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a direct conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board and (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a

majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as herein above provided.

Article V: Officers

Section 5.1 Number. The officers of the corporation shall consist of a president, vice president, secretary, treasurer, and such assistant secretaries, treasurers and other officers as are appointed by the Board of Directors from time to time. No more than one (1) of the four (4) principal offices may be held by the same person.

Section 5.2 Appointment and Term. The principal officers of the corporation shall be appointed by the Board of Directors at its annual meeting. The Nominating Committee shall present a slate of nominees for appointment. Nominations may also be made from the floor. All nominees for the four (4) principal offices must be members of the Board of Directors. Each officer shall hold office for a period of one (1) year, or until such officer's death, resignation, or removal, or until such officer's successor is elected and qualifies. No person may be appointed to serve for more than three (3) successive terms in the office of president or in the office of vice president. No person may be appointed to serve for more than six (6) successive terms in the office of secretary or in the office of treasurer. The Board of Directors may appoint assistant secretaries, assistant treasurers, and other officers at such time or times as the need may arise. A vacancy occurring in a position of officer of the corporation may be filled at any time by the Board of Directors. The term of an officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.

Section 5.3 Resignation and Removal. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The Board of Directors may remove any officer at any time with or without cause.

Section 5.4 Contract Rights of Officers. The appointment of an officer does not itself contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section 5.5 President. The president shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. The president may sign, with the secretary or any other proper officer of the corporation so authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the corporation, or where required by law to be otherwise signed and executed. The president shall serve as the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors. The president shall, in general, perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.6 Vice President. In the absence of the president, or in the event of the death, inability or refusal to act of the president, the vice president, unless otherwise determined by the Board of Directors, shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all restrictions upon the president. The vice president shall also serve as vice chairperson of the Board of Directors and, in the absence of the president, or in the event of the death, inability or refusal of the president to act, shall preside at all meetings of the board. The vice president shall perform such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.7 Secretary. The secretary shall: (a) cause to be prepared minutes of all meetings of the Board of Directors and of the Executive Committee; (b) authenticate records of the corporation when requested to do so; (c) give all notices required by law and by these bylaws; (d) have general charge of the corporate books and records and of the corporate seal, and affix the corporate seal to any lawfully executed instrument requiring it; (e) sign such instruments as may require such signature; (f) cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and (g) in general, perform all duties incident to the office of secretary and such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.8 Assistant Secretaries. In the absence of the secretary or in the event of the death, inability, or refusal of the secretary to act, the assistant secretaries, in the order of their length of service as assistant secretaries, unless otherwise determined by the Board of

Directors, shall perform the duties of the secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon the secretary. They shall perform such other duties as may be assigned to them by the secretary, the president, or the Board of Directors.

Section 5.9 Treasurer. The treasurer shall: (a) have custody of all funds and securities belonging to the corporation and receive, deposit, or disburse the same under the direction of the Board of Directors; (b) keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; (c) cause such returns, reports, and/or schedules as may be required by the Internal Revenue Service and the state taxing authorities to be prepared and filed in a timely manner; (d) cause a true balance sheet (statement of the assets, liabilities and fund balance) of the corporation as of the close of each fiscal year and true statements of activity (support and revenue, expenses, and changes in fund balance), functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the Board of Directors; and (e) in general, perform all duties incident to the office of treasurer and such other duties as may be assigned from time to time by the president or the Board of Directors.

Section 5.10 Assistant Treasurers. In the absence of the treasurer or in the event of the death, inability or refusal of the treasurer to act, the assistant treasurers, in the order of their service as assistant treasurers, unless otherwise determined by the Board of Directors, shall perform the duties of the treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the treasurer. They shall perform such other duties as may be assigned to them by the treasurer, the president, or the Board of Directors.

Section 5.11 No Compensation. The principal and assistant officers of the corporation described in the foregoing sections shall not be compensated for their services as such.

Section 5.12 Executive Director. The Board of Directors may appoint an executive director, who shall be the chief operating officer of the corporation and, subject to the control of the Board of Directors, have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the Board of Directors and shall work closely with the president of the corporation. Duties of the executive director shall include: (a) coordinating the activities of the operating committees; (b) representing the corporation in the community; (c) overseeing the building projects of the corporation; (d) supervising the administrative functions of the corporation; and (e) in general, performing such other duties as may be assigned from time to time by the president or the Board of Directors. The Board of Directors may approve compensation and benefits for the executive director. The executive director may not be elected to serve on the Board of Directors.

Article VI: Committees

Section 6.1 Board Committees in General. The Board of Directors may create one or more committees of the board, in addition to the Executive Committee established by these bylaws. Committees of the board shall be composed solely of individuals currently serving as duly elected and qualified directors of the corporation. Each committee of the board shall have two or more directors, who shall be appointed by and serve at the pleasure of the board. The creation of a committee of the board and appointment of members to it must be approved by a majority of all the directors in office when the action is taken. The provisions of Article IV of these bylaws, which govern meetings of the Board of Directors, shall apply to committees of the board and their members as well, except that no committee of the board shall be required to have an annual meeting or scheduled regular meetings. To the extent specified or authorized by the Board of Directors or in these bylaws, each committee of the board may exercise the authority of the board. A committee of the board may not, however: (a) authorize distributions; (b) approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the board or on any committee of the board; or (d) adopt, amend, or repeal the articles of incorporation or any bylaws.

Section 6.2 Executive Committee. The Executive Committee, which is a committee of the board, shall consist of the four principal officers of the corporation and up to three (3) additional directors appointed by the president, to serve in such capacity until the next annual meeting of the Board of Directors, provided that the appointment of additional directors must be approved by a majority of all the directors in office when such action is taken. The president shall serve as the chairperson of the Executive Committee and shall preside at all of its meetings. Except to the extent prohibited or limited by Section 6.1 above or by resolution of the Board of Directors, the Executive Committee may exercise the authority of the Board of Directors at such times as the board is not in session. In addition, the Executive Committee shall perform the functions described below.

- (a) **Finance and Budget Functions.** In performing this function, the Committee shall: (1) oversee the implementation and administration of policies and procedures for handling and accounting for the finances of the corporation; (ii) prepare an annual revenue and expense budget for submission to the full Board of Directors; (iii) work closely with the Fund Raising Committee to coordinate development of the resources needed to meet the revenue goals of the budget; (iv) monitor the implementation of the budget; and (v) when necessary, make recommendations to the Board of Directors regarding adjustments to the budget.

- (b) **Human Resources Functions.** In performing this function, the committee shall oversee the implementation and administration of policies and procedures relating to volunteers and employees, if any, of the corporation.
- (c) **Strategic and Long-range Planning Functions.** In performing this function, the committee shall: (i) coordinate the strategic and long-range planning activities of the corporation. (ii) monitor and evaluate the performance of the corporation with respect to the achievement of its mission, purposes, and goals.

Section 6.3 Nonboard Committees in General. The Board of Directors may create one or more non-board committees, in addition to the Nominating Committee and the operating committees established by these bylaws, and delegate nonboard functions to such committees. Nonboard committees may include both directors and individuals who are not directors of the corporation. Nonboard committees may not exercise the authority of the board.

Section 6.4 Nominating Committee. The Nominating Committee shall consist of four (4) members, no more than two (2) of whom currently shall be directors of the corporation. Retiring and former directors of the corporation shall be encouraged to consider serving on this committee. The current president may not be a member of this committee. The committee members shall be appointed by the Board of Directors on an annual basis, to serve until the next annual meeting of the board. A vacancy on this committee may be filled by the Board of Directors at any time. Members of the Nominating Committee may be appointed to successive terms. The committee shall be responsible for identifying and recruiting prospective directors of the corporation and shall present a slate of nominees for election as directors at the annual meeting. The committee shall also present a slate of nominees for appointment as principal officers of the corporation and may make recommendations for chairpersons of the operating committees.

Section 6.5 Operating Committees. Within thirty (30) days after the annual meeting each year, the president shall appoint a chairperson of each of the operating committees described below. The names of the chairpersons so appointed shall be submitted for ratification by the directors at the next meeting of the Board of Directors. A vacancy occurring in the position of an operating committee chairperson shall be filled in like manner, upon appointment by the president and ratification by the Board of Directors. The chairperson of each operating committee, in consultation with the president, shall appoint the members of the committee. New members of the operating committees may be appointed at any time. Each director of the corporation shall serve on at least one (1) of the operating committees. Operating committee chairpersons shall be expected to attend

the regular meetings of the Board of Directors for the purpose of reporting on the work of their committees, receiving direction and guidance from the board, and seeking approval of actions proposed by their committees and requiring board approval. The operating committees shall perform the functions described below and such other functions as the Board of directors may provide.

- (a) **Fund Raising Committee.** This committee shall be responsible for coordinating the raising of funds needed to conduct the business of the corporation. The tasks to be coordinated by this committee shall include fund-raising campaigns, grant proposal writing, special fund-raising events, and cultivation of major donors. This committee shall emphasize and promote the importance of Christian stewardship in the servicing of donors and supporters.
- (b) **Public Relations Committee.** This committee shall be responsible for educating and informing the public regarding the mission and purposes of the corporation, the need for better and more affordable housing in certain areas, and the steps being taken to meet this need. The tasks to be coordinated by this committee shall include public speaking, communicating with the news media, and publishing a periodic newsletter.
- (c) **Family Selection Committee.** The committee shall be responsible for drafting the selection criteria and application forms, screening applications, interviewing applicants, and recommending applicants to the Board of Directors for approval as prospective homeowners.
- (d) **Family Nurture Committee.** This committee shall be responsible for providing Habitat homeowners and prospective homeowners with a mutual support system, educational opportunities, and a forum for discussions pertaining to home ownership and maintenance, all for the purpose of helping families to break the poverty cycle and become independent.
- (e) **Site Selection Committee.** This committee shall be responsible for targeting the area or areas of the community in which the projects of the corporation shall be developed, investigating and researching the availability of property, and recommending property to the Board of Directors for acquisition. The committee shall work in conjunction with the Building Committee to evaluate the suitability of potential sites prior to acquisition.

- (f) **Building Committee.** This committee shall be responsible for planning and implementing the construction projects of the corporation. The tasks to be directed by this committee shall include obtaining house plans, soliciting professional help and donations of building materials, coordinating volunteers, and supervising construction.

Article VII: General Provisions

Section 7.1 Corporate Seal. The corporate seal of the corporation shall be in such form as the Board of Directors may from time to time determine.

Section 7.2 Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors. The corporation shall provide at least seven (7) days' written notice of any meeting of directors at which amendment is to be approved, unless notice is waived pursuant to Section 4.6 above. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by two-thirds (2/3) of the directors in office at the time the amendment is adopted.

Section 7.3 Fiscal Year. The fiscal year of the corporation shall be the calendar year, beginning on July 1 and ending June 30 of each year.

Section 7.4 Financial Reports. The books of the corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors (see Section 5.9 regarding duties of the treasurer). At the discretion of the Board of Directors, the corporation may engage an independent certified public accountant to audit or review the financial statements.

Section 7.5 Corporate Minutes and Records. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by the Executive Committee and any other committees of the Board of Directors. The corporation shall maintain its records in written form or in another form capable of conversion into written form with a reasonable time. The corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restate articles of incorporation and all amendments to them currently in effect; (b) its bylaws or restate bylaws and all amendments to them currently in effect; (c) A list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the secretary of state, as required by the Nebraska Nonprofit Corporation Act.

The minutes and records described above shall be made available for inspection by current directors of the corporation during normal business hours. In addition, to the extent required any individual, copies of: (I) any application filed with any letter or other document issued by the Internal Revenue Service with respect to the tax-exempt status of the corporation; and (ii) the annual returns filed with the Internal Revenue Service for the three most recent years (to the extent the corporation is required to file such returns), provided that the names and addresses of contributors to the corporation may be kept confidential.

Section 7.6 Investments. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 7.7 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, provided that any check, draft or other order for the payment of an amount in excess of Two Hundred Fifty Dollars (\$250.00) shall require two (2) authorized signatures.

Section 7.8 Prohibited Activities. The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Anything contained in these bylaws to the contrary notwithstanding, the corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (I) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or any

corresponding section of any future tax code; or, (iii) a corporation organized and existing under the Nebraska Nonprofit Corporation Act.

Section 7.9 No Loans to or Guaranties For Directors. The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan

Section 7.10 Indemnification. The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he or she is or was a director of the corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. An officer of the corporation who is not a director is entitled to indemnification to the same extent as a director. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the corporation, the Board of Directors may, to the extent permitted by law, authorize the corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

SOUTHWEST NEBRASKA HABITAT FOR HUMANITY, INC.

By: _____
It's Secretary

